



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0402

DC



03039712

November 26, 2003

Michael E. Cutler  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2401

Re: Telular Corporation  
Incoming letter dated September 22, 2003

Act: 1934  
Section: \_\_\_\_\_  
Rule: 14A-8  
Public  
Availability: 11-26-2003

Dear Mr. Cutler:

This is in response to your letter dated September 22, 2003 concerning the shareholder proposal submitted to Telular by Joseph Chu. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

*Martin P. Dunn*

Martin P. Dunn  
Deputy Director

PROCESSED  
DEC 12 2003  
THOMSON  
FINANCIAL

Enclosures

cc: Joseph Chu  
241-20 Northern Blvd.  
Douglaston, NY 11363

915 324

# COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE NW WASHINGTON  
WASHINGTON, DC 20004-2401 NEW YORK  
TEL 202.662.6000 SAN FRANCISCO  
FAX 202.662.6291 LONDON  
WWW.COV.COM BRUSSELS

September 22, 2003

## **BY HAND**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
450 Fifth Street, N.W.  
Washington, DC 20549

RECEIVED  
2003 SEP 23 AM 11:06  
OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

Re: Telular Corporation -- Omission of Shareholder Proposal from Proxy Material

Ladies and Gentlemen:

This letter is submitted on behalf of our client, Telular Corporation, a Delaware corporation (the "Company"), to request confirmation from the staff of the Division of Corporation Finance that it will not recommend an enforcement action to the Securities and Exchange Commission (the "Commission") if the shareholder proposal described herein is omitted from the Company's proxy material for its 2004 Annual Meeting of Shareholders.

On August 13, 2003, the Company received by facsimile transmission a letter from Mr. Joseph Chu, dated August 13, 2003, a copy of which is attached hereto as Exhibit A. In the letter, Mr. Chu sets forth a proposal that he has requested be included in proxy materials for the Company's 2004 Annual Meeting of Shareholders. For the reasons set forth below, the Company believes that the proposal may be excluded from its proxy materials in accordance with Rules 14a-8(b)(1) and 14a-8(b)(2) under the Securities Exchange Act of 1934, as amended.

Rule 14a-8(b)(1) requires that, in order to be eligible to submit a proposal for inclusion in the proxy material, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year as of the date the proposal is submitted. Rule 14a-8(b)(1) further requires that the shareholder hold such securities through the date of the meeting.

In his letter, Mr. Chu did not specify whether he owned any shares of common stock of the Company. Mr. Chu did not, moreover, provide a written statement from the record holder of the shares verifying that Mr. Chu had, as of the date he submitted his proposal, owned the shares continuously for at least one year prior to the date he submitted the proposal. In addition,

U.S. Securities and Exchange Commission  
September 22, 2003  
Page 2

Mr. Chu did not provide the Company with a written statement that he intends to continue holding the shares through the date of the 2004 Annual Meeting.

By letter dated August 15, 2003, the Company advised Mr. Chu of his need to prove his eligibility to submit his proposal under Rules 14a-8(b)(1) and 14a-8(b)(2). The Company also provided Mr. Chu with a copy of Rule 14a-8 to assist him in understanding the requirement. A copy of this letter is attached hereto as Exhibit B. In the letter, the Company further informed Mr. Chu that if he did not comply with these requirements within 14 calendar days, it intended to omit his proposal from the proxy material. On August 20, 2003, the Company received by facsimile transmission a second letter from Mr. Chu, dated August 19, 2003, a copy of which is attached hereto as Exhibit C. In this second letter, Mr. Chu submitted a number of documents "to prove [his] stock ownership and eligibility to submit [his] proposal dated August 13, 2003," but these documents, again, did not include a written statement from the record holder of the shares verifying that Mr. Chu had, as of the date he submitted his proposal, own the shares continuously for at least one year prior to the date he submitted the proposal. By letter dated August 20, 2003, attached hereto as Exhibit D, the Company again advised Mr. Chu of his need to prove his eligibility to submit his proposal under Rule 14a-8(b)(2). As of September 19, 2003, the last business day preceding the date of this letter, which is significantly more than 14 calendar days after the mailing of the August 20 letter to Mr. Chu, the Company has received no communications from or on behalf of Mr. Chu regarding his shareholder proposal.

In view of the fact that Mr. Chu has failed to correct the defects in his shareholder proposal within 14 days after receipt of notice thereof from the Company, it is our opinion that the Company, in accordance with Rule 14a-8(f)(1), is permitted to omit Mr. Chu's shareholder proposal from its proxy material for the 2004 Annual Meeting.

The staff has consistently granted no-action relief with respect to an omission of a proposal from proxy materials when a proponent has not provided evidence that he meets the eligibility requirements of Rule 14a-8(b). *See, e.g., Pepco Holdings, Inc.* (January 6, 2003); *The Walt Disney Company* (November 29, 2002); *Lucent Technologies, Inc.* (November 18, 2002), and *Exxon Mobil Corporation* (October 9, 2002).

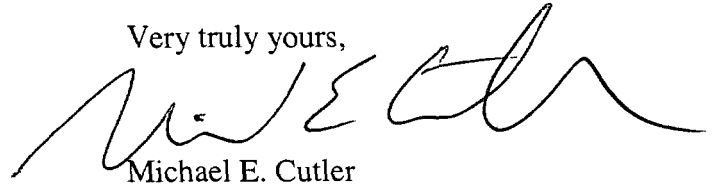
Based on the foregoing, the Company respectfully requests the advice of the staff that it will not recommend enforcement action to the Commission if the Company omits Mr. Chu's shareholder proposal described above from its proxy materials for the 2004 Annual Meeting. If the staff disagrees with our conclusion that this proposal may be omitted from the proxy materials, we would appreciate an opportunity to discuss the matter with the staff prior to issuance of its formal response.

As required by Rule 14a-8(j), six copies of this letter are enclosed and a copy is being forwarded concurrently to Mr. Chu.

U.S. Securities and Exchange Commission  
September 22, 2003  
Page 3

Please acknowledge receipt of this letter on the additional enclosed copy enclosed for this purpose and return it to our messenger.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Michael E. Cutler', with a stylized, flowing script.

Michael E. Cutler

Enclosures

cc: Mr. Jeffrey L. Herrmann  
Mr. Joseph Chu

[August 13, 2003, Shareholder Letter Attached]

**FAX Transmission Cover Sheet**

To: Mr. Jeffrey L. Hermann, Corporate Secretary  
Fr: Joseph Chu  
Date: August 13, 2003  
Number of Pages: 3 (Including Fax Cover Sheet)  
Subject: Telular Corp.

Attached is a shareholder proposal to be included in the proxy for the annual meeting for the year-end September 20, 2003

Joseph Chu  
241-20 Northern Blvd.,  
Douglaston, NY 11363

August 13, 2003

Mr. Jeffrey L. Herrmann  
Corporate Secretary  
Telular Corporation  
647 N. Lakeview Parkway  
Vernon Hills, IL 60061  
Phone: (847) 247-9400  
Fax: (847) 247-0021

Dear Mr. Herrmann,

Pursuant to rule 14a-8 with respect to shareholder proposals for consideration in the year-end September 30, 2003 annual shareholder meeting, I am submitting the following shareholder proposal. Thank you in advance for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Joseph Chu", with a stylized flourish at the end.

Joseph Chu  
WRLS Shareholder

**Shareholder Proposal**  
**Please insert proper number**

**Shareholders of Telular Corporation (WRLS) request that the company seek shareholder approval of any poison pill in place at the time that the definitive proxy statement is submitted in preparation for the annual meeting. I believe that a shareholder vote on this topic will serve as an important input to our directors on this key topic.**



[August 15, 2003, Company Response Letter Attached]



August 15, 2003

**Certified Mail, Return Receipt Requested**

Mr. Joseph Chu  
241-20 Northern Boulevard  
Douglaston, New York 11363

Dear Mr. Chu:

We received your proposal for inclusion in the proxy materials for Telular Corporation's 2004 annual meeting of shareholders on August 13, 2003.

Rule 14a-8(b)(1) of the proxy rules of the Securities and Exchange Commission provides that in order to be eligible to submit a proposal, the proponent "must have continuously held at least \$2,000 in market value . . . of the Company's securities entitled to be voted on the proposal at the meeting for at least one year by the date" the proposal is submitted. In addition, the proponent must confirm that he intends to hold the shares through the date of the meeting. The rules also specify in Rule 14a-8(b)(2)(i) how you must prove to us your stock ownership if your shares are held in the name of another record holder. Moreover, the rules specify that each shareholder "may submit no more than one proposal to a company for a particular shareholders' meeting."

We are enclosing Rule 14a-8 for your reference. You should pay particular attention to Question 2 (Rule 14a-8(b)(1), 14a-8(b)(2), 14a-8(b)(2)(i)), Question 3 (Rule 14a-8(c)) and Question 6 (Rule 14a-8(f)).

Telular Corporation intends to omit your proposal from its proxy materials unless your proposal is amended within 14 calendar days to comply with the eligibility provisions discussed above and we subsequently determine that the proposal is appropriate for inclusion under the Securities and Exchange Commission's proxy rules.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Jeffrey L. Herrmann", with a long horizontal line extending to the right.

Jeffrey L. Herrmann  
Executive Vice President  
and Chief Operating Officer

Cc: Kenneth E. Millard  
Chairman of the Board

DC: 936319-2

SEC-REG, FSLR ¶26,862, Reg. §240.14a-8, [Shareholder Proposals]  
[Shareholder Proposals]

**Reg. §240.14a-8.** This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

**(a) Question 1: What is a proposal?**

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

**(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) **Question 3: How many proposals may I submit?**

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) **Question 4: How long can my proposal be?**

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) **Question 5: What is the deadline for submitting a proposal?** (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter) or 10-QSB (§249.308b of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than

30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and mail its proxy materials.

**(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?**

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

**(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?**

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

**(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

**(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

(1) *Improper under state law*: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

*Note to paragraph (i)(1)*: Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law*: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

*Note to paragraph (i)(2)*: We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest*: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority*: If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Relates to election*: If the proposal relates to an election for membership on the company's board of directors or analogous governing body;

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

*Note to paragraph (i)(9)*: A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

**(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?**

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

**(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

**(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

**(m) Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.



(3) We require the company to send you a copy of its statements opposing your proposal before it mails its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[Adopted in Release No. 34-378(A), September 24, 1935; amended in Release No. 34-1823, August 11, 1938; Release No. 34-4775, December 11, 1952, 17 F. R. 11431; Release No. 34-4979, February 6, 1954, 19 F. R. 247; by Release No. 34-8206 (¶77,507), effective with respect to solicitations, consents or authorizations commenced after February 15, 1968, 32 F. R. 20964; Release No. 34-9784 (¶78,997), applicable to all proxy solicitations commenced on or after January 1, 1973, 37 F. R. 23179; Release No. 34, 12999, (¶80,812), November 22, 1976, effective February 1, 1977, 41 F. R. 53000; amended in Release No. 34-15384 (¶81,766), effective for fiscal years ending on or after December 25, 1978 for initial filings on or after January 15, 1979, 43 F. R. 58530; amended in Release No. 34-16356 (¶82,358), effective December 31, 1979, 44 F. R. 68764; amended in Release No. 34-16357, effective December 31, 1979, 44 F. R. 68456; amended in Release No. 34-20091 (¶83,417), effective January 1, 1984 and July 1, 1984, 48 F. R. 38218; Release No. 34-22625 (¶83,937), effective November 22, 1985, 50 F. R. 48180; Release No. 34-23789 (¶84,044), effective January 20, 1987, 51 F. R. 42048; Release No. 34-25217 (¶84,211), effective February 1, 1988, 52 F. R. 48977; and Release No. 34-40018 (¶86,018), effective June 29, 1998, 63 F. R. 29106.]

[Compilation reference: ¶24,012.]

## SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Joseph Chu  
241-20 Northern Blvd  
Douglaston, NY  
11363

2. Article Number

(Transfer from service label)

7002 2410 0007 9814 1767

PS Form 3811, August 2001

Domestic Return Receipt

102595-02-M-1005

## COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☒ Certified Mail☐ Express Mail☐ Registered☐ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

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LITTLE NECK, NY 11363

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Return Receipt Fee (Endorsement Required) 1.75

Restricted Delivery Fee (Endorsement Required)

Total Postage &amp; Fees \$ 4.44

OVERHOMES

AUG 20 2003

Clerk: KFM

68/20/03

0061

Sent To

Mr. Joseph Chu

Street, Apt. No. or PO Box No. 241-20 Northern Blvd

City, State, ZIP+4<sup>®</sup> Douglaston, NY 11363

PS Form 3800, June 2002

See Reverse for Instructions

[August 20, 2003, Shareholder Communication,  
Accompanied by Letter Dated August 19, 2003, Attached]

**FAX Transmission Cover Sheet**

To: Mr. Jeffrey L. Herrmann, Corporate Secretary  
Fr: Joseph Chu  
Date: August 20, 2003  
Number of Pages: 9 (Including Fax Cover Sheet)  
Subject: Telular Corp.

Attached is my response to your letter dated August 15, 2003.

Joseph Chu  
241-20 Northern Blvd.,  
Douglaston, NY 11363

August 19, 2003

Mr. Jeffrey L. Herrmann  
Corporate Secretary  
Telular Corporation  
647 N. Lakeview Parkway  
Vernon Hills, IL 60061  
Phone: (847) 247-9400  
Fax: (847) 247-0021

Dear Mr. Herrmann,

Pursuant to Rule 14a-8(b)(1) of the proxy rules of the SEC, I am enclosing the following documents to prove my stock ownership and eligibility to submit my proposal dated August 13, 2003.

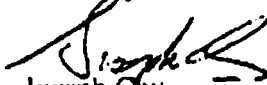
- The original Trade Confirmation from Charles Schwab confirming my purchase of 2,000 shares of WRLS on May 1, 2002. Please note the Cusip # 87970T-20-8.
- An original Transaction History Statement from Charles Schwab dated August 19, 2003, showing all transactions between March 1, 2002 and August 19, 2003. Please note the aforesaid purchase, with no subsequent sales of WRLS.
- An original Account Positions Statement from Charles Schwab dated August 19, 2003, showing the overall WRLS position of 3,000 shares (an additional 1,000 shares were purchased on February 3, 2003).

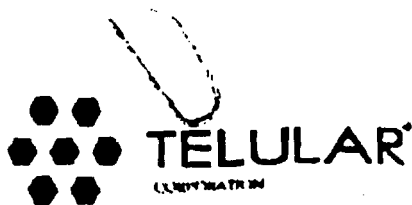
Also, I intend to continue to hold the 3,000 WRLS shares through the date of the annual meeting of WRLS shareholders.

I expect my shareholder proposal submitted and received by WRLS on August 13, 2003 be included in WRLS's proxy materials for the year-end September 30, 2003 annual shareholder meeting.

Also, upon the completion of your inspection of the enclosed materials, kindly return all original documents to my attention.

Sincerely,

  
Joseph Chu  
WRLS Shareholder



August 15, 2003

**Certified Mail, Return Receipt Requested**

Mr. Joseph Chu  
241-20 Northern Boulevard  
Douglaston, New York 11363

Dear Mr. Chu:

We received your proposal for inclusion in the proxy materials for Telular Corporation's 2004 annual meeting of shareholders on August 13, 2003.

Rule 14a-8(b)(1) of the proxy rules of the Securities and Exchange Commission provides that in order to be eligible to submit a proposal, the proponent "must have continuously held at least \$2,000 in market value . . . of the Company's securities entitled to be voted on the proposal at the meeting for at least one year by the date" the proposal is submitted. In addition, the proponent must confirm that he intends to hold the shares through the date of the meeting. The rules also specify in Rule 14a-8(b)(2)(i) how you must prove to us your stock ownership if your shares are held in the name of another record holder. Moreover, the rules specify that each shareholder "may submit no more than one proposal to a company for a particular shareholders' meeting."

We are enclosing Rule 14a-8 for your reference. You should pay particular attention to Question 2 (Rule 14a-8(b)(1), 14a-8(b)(2), 14a-8(b)(2)(i)), Question 3 (Rule 14a-8(c)) and Question 6 (Rule 14a-8(f)).

Telular Corporation intends to omit your proposal from its proxy materials unless your proposal is amended within 14 calendar days to comply with the eligibility provisions discussed above and we subsequently determine that the proposal is appropriate for inclusion under the Securities and Exchange Commission's proxy rules.

Very truly yours,

Jeffrey L. Herrmann  
Executive Vice President  
and Chief Operating Officer

Cc: Kenneth E. Millard  
Chairman of the Board

DC: 916319-2

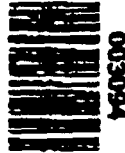
101 Montgomery Street San Francisco California 94104  
800 435 4000 www.schwab.com

Retain for Your Records

Account Number: 2323-7872  
Page 1 of 1

**Mail To**

E TRN 45 00001004 00000004257 0011 JUL2002  
JOSEPH CHI-HUNG CHU  
CHARLES SCHWAB & CO INC.CUST  
IRA ROLLOVER  
241-20 NORTHERN BOULEVARD  
APT 3L  
DOUGLSTON NY 11363



**Security Description**

		Action	BOUGHT		
TELULAR CORP NEW		Symbol:	WRLS	Trade Date:	4/26/02
		Security No./Custp:	87970T-20 8	Settlement Date:	5/01/02
		Branch Code:	NYZZ	Type:	Cash
Quantity	Price	Principal	Fees & Charges	Total Amount	
1,000	\$5.82	\$5,820.00	Commission: \$30.00	\$5,850.00	
1,000	5.82	5,820.00	Commission: 30.00	5,850.00	
<b>Totals</b>	<b>2,000</b>	<b>\$11,640.00</b>	<b>\$60.00</b>	<b>\$11,700.00</b>	

For all of the above:  
Unless you have already instructed us differently, we will hold this security in your account.  
Executed Over The Counter  
Unsolicited trade  
Capacity code 11

0000030940101

*Charles* SCHWAB

SCHWAB

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## Account History

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For: All

From: 03 / 01 / 2002 to: 08 / 19 / 2003  
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## All Transactions From 03/01/2002 To 08/19/2003

To sort, click on column title

Date	Action	Quantity	Symbol	Description	Price	Amount	Fees & Comm
08/15/2003		0.3100	SWMXX	SCHWAB MONEY MARKET FUND			
07/15/2003		0.4400	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND			
06/16/2003		0.6400	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND			
05/15/2003		0.6000	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND			
				type: ORD DIV			



04/15/2003	0.5800	SWMXX	SCHWAB MONEY MARKET FUND		
03/17/2003	0.5400	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
02/18/2003	2.9600	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
02/06/2003	4852.9500	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND	\$1.00000	\$4852.95
02/03/2003	1000.0000	WRLS	TELULAR CORP NEW		
01/15/2003	2.0800	SWMXX	SCHWAB MONEY MARKET FUND	\$4.80000	-\$4852.95 <sup>(a)</sup> \$49.95
12/31/2002	7.0000	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
11/15/2002	5.4900	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
10/15/2002	5.4200	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
09/16/2002	6.0800	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
08/15/2002	6.1200	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
07/15/2002	5.8800	SWMXX	type: ORD DIV SCHWAB MONEY MARKET FUND		
06/17/2002	6.9300	SWMXX	type: ORD DIV SCHWAB MONEY MARKET		

05/15/2002		12.6600	SWMXX	FUND				
				type: ORD DIV				
				SCHWAB MONEY MARKET				
				FUND				
05/01/2002	Sell	11700.0000	SWMXX	FUND		\$1.00000	\$11700.00	
				type: ORD DIV				
				SCHWAB MONEY MARKET				
				FUND				
04/26/2002	Buy	1000.0000	WRLS	TELULAR CORP NEW		\$5.82000	-\$5850.00	\$30.00
04/26/2002	Buy	1000.0000	WRLS	TELULAR CORP NEW		\$5.82000	-\$5850.00	\$30.00
04/15/2002		19.8400	SWMXX	SCHWAB MONEY MARKET				
				FUND				
03/15/2002		18.4800	SWMXX	FUND				
				type: ORD DIV				
				SCHWAB MONEY MARKET				
				FUND				
				type: ORD DIV				

(a) Amount includes an order handling fee.

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### Account Positions (Real-Time)

Page last updated: 08:28PM ET Refresh

Symbol	Name	Qty	Quote <sup>1</sup>	Market Value	Div/Reinv.	Link to:	
CSGI	CONSYGEN INC INTEGRATED	7,500	0.00	\$3.75	No	News/Chart	Trade
ITRT	TRANSN NETWORK	7,000	0.02 <sup>2</sup>	\$140.00	No	News/Chart	Trade
WRLS	TELULAR CORP NEW	3,000	4.35	\$13,050.00	No	News/Chart	Trade
VTSS	VITESSE SEMICONDUCTOR CP	200	6.53	\$1,306.00	No	News/Chart	Trade
TOTAL CASH				\$1,226.62			
Totals:				\$15,726.37			

## Receive Closing Summary & Positions Alerts

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seu lado, no entanto, não se pode deixar de considerar que a maioria dos autores que se ocuparam de estudar a literatura brasileira do século XIX, sobretudo os que se dedicaram ao estudo da literatura de ficção, não se preocuparam com a análise da literatura de não ficção, especialmente a literatura de viagens.

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Account 2323-7872 ira

file:///C:/DOCUME~1/Joseph/LOCALS~1/Temp/iriAAPJK.htm

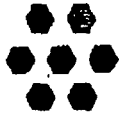
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[August 20, 2003, Company Response Letter Attached]



**TELULAR**  
CORPORATION

August 20, 2003

**Certified Mail, Return Receipt Requested**

Mr. Joseph Chu  
241-20 Northern Boulevard  
Douglaston, New York 11363

Dear Mr. Chu:

We received your facsimile on August 20, 2003, attaching various documents in response to our request, by letter dated August 15, 2003, that you demonstrate your eligibility to submit a shareholder proposal for inclusion in the proxy materials for Telular Corporation's 2004 annual meeting of shareholders.

Rule 14a-8(b)(2) of the proxy rules of the Securities and Exchange Commission specifies how you must prove to us your stock ownership if your shares are held in the name of another record holder. The records that you have provided to us do not satisfy the requirements of Rule 14a-8(b)(2)(i) listed under Question 2 of the SEC's rules, which, in part, calls for you to:

submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year.

Telular Corporation intends to omit your proposal from its proxy materials unless (1) you provide the required proof that you satisfy the share ownership criteria of Rule 14-8(b) (such as a written statement from the record holder of your securities) within 14 calendar days of the date you received our original letter dated August 15, 2003, and (2) we subsequently determine that the proposal is appropriate for inclusion under the Securities and Exchange Commission's proxy rules.

Very truly yours,

Jeffrey L. Herrmann  
Executive Vice President  
and Chief Operating Officer

Cc: Kenneth Millard  
Chairman of The Board

## SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

## 1. Article Addressed to:

Mr. Joseph Chu  
241-20 Northern Blvd  
Douglaston, NY  
11363

## 2. Article Number

(Transfer from service label)

7002 2410 0007 9814 1781

PS Form 3811, August 2001

Domestic Return Receipt

102595-02-44-1035

## COMPLETE THIS SECTION ON DELIVERY

A. Signature

X [Signature]

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

## 3. Service Type

- ☒ Certified Mail ☐ Express Mail  
☐ Registered ☐ Return Receipt for Merchandise  
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

U.S. Postal Service™  
**CERTIFIED MAIL™ RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)  
 For delivery information visit our website at [www.usps.com](http://www.usps.com)

Postage	\$ .60
Certified Fee	2.30
Return Receipt Fee (Endorsement Required)	1.75
Restricted Delivery Fee (Endorsement Required)	1.00
<b>Total Postage &amp; Fees</b>	<b>\$ 4.65</b>

Postmark Here  
 AUG 15 2003  
 VERNON HILLS IL

Sent To **MR. JOSEPH CHU**  
 Street Apt. No. or PO Box No. **241-20 Northern Blvd**  
 City, State, ZIP+4 **Douglaston, NY 11363**

PS Form 3800, June 2002 See Reverse for Instructions

7002 2410 0007 9814 1781

## **DIVISION OF CORPORATION FINANCE INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



November 26, 2003

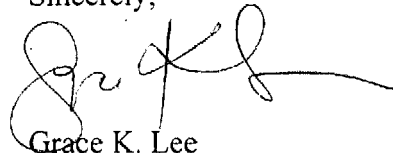
**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Telular Corporation  
Incoming letter dated September 22, 2003

The proposal relates to poison pill plans

There appears to be some basis for your view that Telular may exclude the proposal under rule 14a-8(f). We note that the proponent failed to supply, within 14 days of receipt of Telular's request, documentary support evidencing sufficiently that the proponent satisfied the minimum ownership requirement for the one-year period as of the date that the proponent submitted the proposal as required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Telular omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

A handwritten signature in black ink, appearing to read 'Grace K. Lee', with a long horizontal flourish extending to the right.

Grace K. Lee  
Special Counsel